

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : ABRAMS ANTON, PA

Account Number : T19990000182

Phone : (954) 921-5500

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LIMITED LIABILITY COMPANY

PALM BEACH GARDENS OFFICE INVESTORS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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ARTICLES OF ORGANIZATION**OF****PALM BEACH GARDENS OFFICE INVESTORS, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

PALM BEACH GARDENS OFFICE INVESTORS, LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 8 of these Articles of Organization.

3. **PURPOSE**

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as Palm Beach Gardens Office Park (the "Property") located at 4360 & 4362 Northlake Boulevard, Boca Raton, Florida and such activities as are necessary, incidental or appropriate in connection therewith.

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4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the
Company is: 2255 Glades Road #411E, Boca Raton, Florida 33431.

5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the
Company is:
Stanley D. Gottsegen
2255 Glades Road #411E
Boca Raton, Florida 33431

6. **INITIAL MEMBERS**

The names and addresses of the initial members are as follows:

Stanley D. Gottsegen
2255 Glades Road, #411E
Boca Raton, Florida 33431

Gabriel Ehrenstein
2255 Glades Road, #411E
Boca Raton, Florida 33431

7. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time

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to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

8. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

9. **MANAGEMENT**

The Company is to be managed by a manager-managed. The name and address of such manager until the first annual meeting of members or until his or her successors are elected and qualified is:

Palm Beach Gardens Office Advisors, Inc.
2255 Glades Road #411E
Boca Raton, Florida 33431

10. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the

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operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

11. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

12. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

13. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

14. **AUTHORIZED REPRESENTATIVE**

is: The name and address of the Authorized Representative signing these Articles
Stanley D. Gottsegen
2255 Glades Road #411E
Boca Raton, Florida 33431

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9549257013 TO ##16384# P.50
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IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these
Articles of Organization this 12 day of March, 2002.

Gabriel Ehrenstein
Witness

Gabriel Ehrenstein
Printed Name of Witness

Julie Wysocki
Witness

Julie Wysocki
Printed Name of Witness

Stanley D. Gottsegen
STANLEY D. GOTTSEGEN
Authorized Representative

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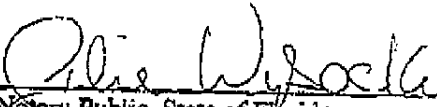
STATE OF FLORIDA

COUNTY OF BROWARD

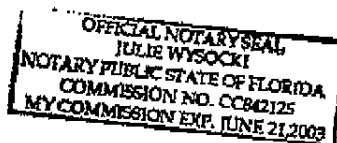
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ON THIS 12th day of March, 2002, before me personally appeared **STANLEY D. GOTTSEGEN**, the Authorized Representative of **PALM BEACH GARDENS INVESTORS, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced _____ as identification, and he/she acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.


Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **PALM BEACH GARDENS OFFICE
INVESTORS, LLC**
2. The name and address of the registered agent and office is:

**Stanley D. Gottsegen
2255 Glades Road #411E
Boca Raton, Florida 333431**

Having been named as registered agent and to accept service of process for the above stated
limited liability company at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.


STANLEY D. GOTTSEGEN
Registered Agent

Dated: 3/12/02

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